



UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
RIKER, DANZIG, SCHERER, HYLAND & PERRETTI LLP Joseph L. Schwartz, Esq. (JL-5525) J. Alex Kress, Esq. (JK-7189) Headquarters Plaza One Speedwell Avenue Morristown, New Jersey 07962 (973) 538-0800 Counsel to the Debtors	
In re: CECERE ASSOCIATES, L.L.C. and CECERE REALTY ASSOC., LLC, Debtors.	Chapter 11 Case Nos. 09-30759 and 09-30760 Hon. Donald H. Steckroth, U.S.B.J. (JOINT ADMINISTRATION MOTION PENDING)

**ORDER AUTHORIZING DEBTORS TO REJECT EXECUTORY
CONTRACTS BETWEEN DEBTORS AND P.F.I., INC. PURSUANT TO
11 U.S.C. § 365(a) AND GRANTING RELATED RELIEF**

The relief set forth in paragraphs 1 through 4 on the following pages numbered two (2) through three (3) is hereby ORDERED.

DATED: 10/7/2009



Honorable Donald H. Steckroth
United States Bankruptcy Judge

Debtors: Cecere Associates, LLC and Cecere Realty Associates, LLC
Case Nos.: 09-30759 and 09-30760 (Joint Administration Motion Pending)
Caption of Order: Order Authorizing Rejection of Executory Contract Between Debtors and P.F.I., Inc. Pursuant to 11 U.S.C. § 365(a)

UPON CONSIDERATION of the Motion (the “Motion”) of the debtors and debtors-in-possession herein, Cecere Associates, L.L.C. and Cecere Realty Associates, LLC (together, the “Debtors”), by and through their counsel, Riker, Danzig, Scherer, Hyland & Perretti LLP, for entry of an order authorizing the Debtors to reject a certain executory contract between the Debtors and P.F.I., Inc., t/a Northwest Petroleum (“PFI”) pursuant to 11 U.S.C. § 365(a) and granting related relief (the “Rejection Motion”); and through the Rejection Motion the Debtors having sought to reject a certain Motor Fuel Supply Contract, dated July 26, 2004, a certain Recapture Agreement, dated July 26, 2004 and a certain Credit Line Agreement (collectively, the “Executory Contracts”); and the Court having determined that the Executory Contracts are an executory contracts; and the Court having considered the Rejection Motion, the opposition to the Rejection Motion, if any, and any and all arguments of counsel; and the Court having determined that the legal and factual bases set forth in the Rejection Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY ORDERED THAT:

1. The Rejection Motion be, and hereby is, GRANTED.
2. The Debtors be, and hereby are, AUTHORIZED to reject the Executory Contracts.
3. Upon entry of this Order the Executory Contracts shall be deemed REJECTED by the Debtors.

Debtors: Cecere Associates, LLC and Cecere Realty Associates, LLC
Case Nos.: 09-30759 and 09-30760 (Joint Administration Motion Pending)
Caption of Order: Order Authorizing Rejection of Executory Contract Between Debtors and
P.F.I., Inc. Pursuant to 11 U.S.C. § 365(a)

4. Counsel to the Debtors shall serve a copy of this Order on all creditors and parties-in-interest within ____ days of its receipt of an entered copy of this Order.

3979709.1